N. B. S. M. & Associates

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INDEPENDENT AUDITOR'S REPORT To The Shareholders of Fonepay Payment Service Limited

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of **Fonepay Payment Service Limited** (hereinafter referred to as "the company"), which comprises the Balance Sheet as at Ashad 32, 2082 [July 16, 2025] and Profit and Loss Account, Statement of Changes in Equity & Statement of Cash Flow for the year then ended and notes to the financial statements including a summary of significant accounting policies and other explanatory notes.

In our opinion, the accompanying financial statements give a true and fair view, in all material respects, of the financial position of the company as at Ashad 32, 2082 (July 16, 2025) and its financial performance and its cash flows for the year then ended on that date in accordance with Nepal Financial Reporting Standards(NFRS).

Basis of Opinion

We conducted our audit in accordance with Nepal Standards on Auditing (NSAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Institute of Chartered Accountant of Nepal's code of ethics for professional accountants together with the ethical requirements that are relevant to our audit of the financial statements in Nepal, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAN Code. We believe that the audit evidence we have obtained are sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report

S.N	Key Audit Matters	Our Audit Apporach and Response
1.	Revenue Recognition The company works in a heavily regulated financial technology industry. The nature of these operations	Our audit procedures to address the risk of non-compliance with NFRS 15 included the following:
	Inter-Bank Fund Transfer (IBFT — Person to Person)	Understanding Revenue Processes and Controls: Assessed the company's internal control over revenue recognition, including IT-
	Online Payments (Bills/Utilities Merchant Payments — Person to Merchant)	systems controlling transaction data. Evaluated regulatory compliance processes in regard to the regulation of cross-border
	Digital/Online Payments through QR Technology (Merchant Payments — Person to Merchant)	

- Digital/Online Payments through Virtual Credit Card 2. Contract Analysis: Examined a sample of Technology (Merchant Payments Person to Merchant) representative key contracts to get a sense of
- Cross-border transactions (India Person to Nepal Merchant)

These services are delivered after on-boarding banking and financial institutions as it's member and merchants under its network.

Revenue generating multiple sources including transaction fees, subscription services. Multi-jurisdictional complex contract structures, many of which have different legal regimes. Material judgments in identifying revenue, such as identifying performance obligations, allocate contract prices, and recognize revenue at a point in time or over time in accordance with NFRS 15, Revenue from Contracts with Customers.

Due to the inherent complexity of revenue arrangements, the heterogeneity of pricing models, and the sensitivity required to comply with NFRS 15, there exists a substantial risk of misstatement of revenue recognition. This makes it a central topic in our audit.

The risk for revenue being recognized in an incorrect period presents a key audit matter due to the financial significance and nature of net sales in the financial statements.

2. Provision For Reward Liability

The company provides reward points to customers on QR fund transfer under customer loyalty program. The loyalty/reward points are assigned to users on the basis of their transactions for digital payments to Merchants via web module or through QR technology of Fonepay to increase customer loyalty. These points assigned on the basis of transaction value at the rate 1 reward point per Rs 100 with maximum limit of 100 reward points per transactions. Such transaction does not generate any revenue for the company in the current financial year.

As a result of which allocation of transaction price to performance obligations on a relative stand-alone selling price basis is not possible as there is no/negligible transaction price, no contract liability from reward point has been recognized during this year.

As a result of which allocation of transaction price to performance obligations on a relative stand-alone selling price basis is not possible as there is no transaction price.

2. Contract Analysis: Examined a sample of representative key contracts to get a sense of the provisions of those agreements, including service-level agreements and pricing processes.

Compared management's determination of performance obligations and allocation of transaction prices with its determination.

3. Substantive Testing of Revenue Transactions:

Validated an example of interbank fund transfers, online payments, and cross-border transaction revenue to ensure accurate recognition from completion of performance obligations. Determined the treatment of foreign exchange component and transaction fees in the revenue calculation.

4. Assessment of Variable Considerations:

- Verified the accuracy of estimate esrelated to discounts, rebates, or volume-based pricing.
- Reviewed historical data and management assumptions for reasonableness.
- **5. Evaluation of Disclosures:** Evaluated whether the Revenue recognition disclosures in the financial statements are sufficient to fulfill requirements of NFRS 15

Following Audit Procedure have been followed by us:

- Obtain Clear understanding about the reward points.
- Obtaining the detail of reward points.it's movement during the financial year and redemption pattern during the year.
- Obtaining understanding about the relation between reward points generated and revenue generated.
- Checking the reliability of estimates made on arriving the value of reward point during the year and prior to the financial year.
- Calculating the estimate value of option resulting the provision for reward liability.



The management had instead estimated the value of the reward redemption expenses and has provided provision for the same .

The accounting for reward points involves significant management judgment in estimating the provision, including assumptions regarding customer redemption behavior, timing, and the expected cost of fulfilling these obligations. Due to the inherent uncertainty in these estimates and the materiality of the provision, this area was considered to be of most significance in our audit.

3. Defined Benefit Obligations (DBO) and Actuarial Valuation

As per the Provisions of NAS-19, Employee Benefits, Employee benefits are all forms of consideration given by an entity in exchange for service rendered by employees or for the termination of employment [Except Payment in long-term plans covered under NFRS-2].which includes Short-term employee benefits, Post Employment benefits, Other long-term employee benefits and Termination benefits.

Other long-term employee benefits include items such as the following, if not expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service:(a) long-term paid absences such as long-service or sabbatical leave; (b) jubilee or other long-service benefits; (c) long-term disability benefits; (d) profitsharing and bonuses; and (e) deferred remuneration.

The Company has recognized a Defined Benefit Obligation (DBO) of NPR 2.73 million as at Ashad 32, 2082, based on an actuarial valuation performed in accordance with NAS 19.

Due to the inherent complexity and subjectivity involved in the actuarial valuation process, even small changes in these assumptions could materially impact the obligation recognized in the financial statements. As a result, the accounting for defined benefit obligations was considered to be a key area of focus in our audit.

4. Impairment of Financial Assets (ECL Model)

As per the provisions of NAS-32, Financial Instruments, A financial asset is any asset that is:

- a) Cash,
- b) an equity instrument of another entity
- c) a contractual right:
- i. to receive cash or another financial asset from another entity; or
- ii. to exchange financial assets or financial liabilities with another entity under conditions that are potentially favorable to the entity; or

Following Audit Procedure have been followed by us:

- Evaluation of Actuary's Competence Capability and Objectivity.
- Assessment of Key Assumptions.
- Testing of Source Data.
- Review of Accounting Treatment Prsentation & Disclosure.

Following Audit Procedure have been followed by us:

- Obtained an understanding of the entity's ECL model, including segmentation of receivables (e.g., bank vs. non-bank).
- Reviewed the methodology used for calculating ECL, including the use of provision matrices and forwardlooking information.

d) a contract that will or may be settled in the entity's own equity instruments.

As per NFRS-9, An entity shall recognize a loss allowance for expected credit losses on a financial asset that is measured in accordance with paragraphs 4.1.2 or 4.1.2A, a lease receivable, a contract asset or a loan commitment and a financial guarantee contract to which the impairment requirements apply in accordance with paragraphs 2.1(g), 4.2.1(c) or 4.2.1(d).

The Entity has recognized lifetime expected credit losses (ECL) of NPR 284,348 for trade receivables, contract assets, and lease receivables, determined using a matrix model.

The determination of ECL involves significant judgment, including the selection of appropriate credit risk parameters, the use of historical loss rates, and the adjustments for macroeconomic conditions. Given the subjectivity in these estimates and the potential impact on the financial statements, the impairment of financial assets was a key area of focus in our audit.

- Assessed the reasonableness of Probability of Default (PD),Loss Given Default (LGD) &Adjustment Factors (AF).
- Compared assumptions with historical loss data and industry benchmarks.
- Review of Accounting Treatment Prsentation & Disclosure.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Nepal Financial Reporting Standards (NFRS), and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatements, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with NSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.



As part of an audit in accordance with NSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to
 fraud or error, design and perform audit procedures responsive to those risks, and obtain audit
 evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not
 detecting a material misstatement resulting from fraud is higher than for one resulting from error,
 as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of
 internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures
 that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the
 effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

To the best of our knowledge and according to explanations given to us and from our examination of the books of accounts of the company necessary for the purose of our audit to the extent for the scope of our audit.

- a) We have obtained information and explanations asked for, which, to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the company in so for as it appears from our examination of those books of account of the company.

- c) In our opinion balance sheet, profit and loss account, statement of changes in equity & statement of cash flow for the year then ended and a summary of significant accounting policies and other explanatory notes have been prepared in accordance with the requirements of Companies Act, 2063 and are in agreement with the books of accounts maintained by the company.
- d) In our opinion and to the best of information and according to the explanation given to us and from the examination of the books of accounts of the company, we have not come across any case where the board of directors or any employee of the company have acted contrary to legal provisions relating to accounts, or committed any misappropriation or caused any loss or damage to the company.

For N. B. S.M. & Associates, Chartered Accountants

CA Durag Prasad Chawali

CA. Durga Prasad Gnawali, FCA Senior Partner

Date: 04th Septemeber, 2025 Place: Kathmandu, Nepal

UDIN: 250905CA00461suSNP

Fonepay Payment Service Limited Lalitpur - 03, Lalitpur Statement of Financial Position As at Ashad 32, 2082

Notes		Ashad end 2082	Ashad end 2081
	Assets	NEX	NPR
	Non-Current Assets		
3.07	Property, Plant and Equipment	559,777,842.27	121,443,164.09
3.08	Investment Property	000,777,042.27	121,443,104.08
3.12	Right of Use Asset	65,132,502.45	74,265,565.61
3.09	Assets Under Development	22,902,885.00	85,145,137.84
3.09	Intangible Assets	119,106,439.41	47,580,031.62
3.06	Deferred Tax Asset	38,894,724.24	25,661,393.33
5	Other Assets	3,809,200.00	3,809,200.00
	Financial Assets		
3.11	Investment in Subsidiaries and Associates Total Non-Current Assets (A)	200 502 502 27	057.004.400.4
		809,623,593.37	357,904,492.49
0.40	Current Assets		
3.10	Inventory	5,376,928.73	8,367,383.81
5	Other Assets	188,587,426.43	76,765,322.82
	Financial Asset		
3.11	Trade and Other Receivables	22,801,394.52	60,042,917.05
3.11	Cash and Cash Equivalents	336,974,190.64	480,081,812.37
	Total Current Assets (B)	553,739,940.32	625,257,436.05
	Total Assets (A+B)	1,363,363,533.69	983,161,928.54
7.2	Share Capital Share Premium Reserves & Surplus	515,000,000.00 3,536,000.00 399,042,128.01	505,000,000.00 - 137,161,093.84
	Total Equity Attributable to Shareholders	917,578,128.01	642,161,093.84
	Non-Current Liability		
3.6	Deferred Tax Liabilities		
4	Lease and Other Liabilities	78,089,140.07	81,621,958.86
	Financial Liabilities		
3.11	Non Current Financial Liabilities		
3.11	Long Term Borrowings		
	Total Non-Current Libility (D) Current Liability	78,089,140.07	81,621,958.86
14			
3.11	Creditors & Trade Payables	41,660,534.17	24,923,015.49
6	Taxes and Other payables Lease and Other Liabilities	73,268,932.67	54,860,039.23
*	Lease and Other Liabilities	6,260,160.79	5,202,182.73
3.14	Provisions	246,506,637.98	174,393,638.39
	Financial Liabilities		
3.11	Current Financial Liabilities		
	Total Current Liability (C)	367,696,265.61	259,378,875.84
	Total Liability (C+D)		
		445,785,405.68	341,000,834.70
	Total Equity and Liabilities	1,363,363,533.69	983,161,928.54

Diwas Kumar CEO

The accompanying notes form an integral part of the financial statements Corporate Information Basis of preparation

3 to 17 Significant accounting policies and Other financial information

As per our attached report on

FCA Durga Prasad Gnawali N. B. S. M. & Associates

Sashin Joshi

Sidohant Thakur Director

Date: B.S. 2082.05.19 (Sept 04, 2025 A.D.) Place: Lalitpur, Nepal

Fonepay Payment Service Limited
Lalitpur - 03, Lalitpur
Statement of Profit or Loss
For the year ended 32 Ashad 2082

Notes		FY 2081/82	FY 2080/81
	Income	NPR	NPR
3.01	Revenue from Operations	973,174,344.12	726,537,722.83
9	Direct Expenses	(48,519,615.96)	(82,798,320.18)
	Gross Profit	924,654,728.16	643,739,402.65
14	Other income	560,477.88	100,000.00
3.07	Gain/(Loss) on Disposal of NCA	(139,496.83)	
	Operating expenditure	(384,795,905.58)	(299,634,308.77)
10	Administrative Expenses	(81,289,279.36)	(81,880,548.28)
3.05	Employee Benefit Expenses	(181,899,201.60)	(157,157,622.60)
11	Marketing and Branding Expenses	(121,607,424.62)	(60,596,137.89)
	Profit from Operation	540,279,803.63	344,205,093.88
12	Finance Income	13,609,559.72	16,138,270.70
13	Finance Cost	(8,566,200.49)	(8,857,150.27)
3.07	Depreciation Expenses	(30,905,260.33)	(29,058,628.72)
3.09/3.1	2 Amortization Expenses	(23,529,395.38)	(12,523,864.61)
3.11	Impairment Gain/(Loss)	(284,348.86)	(12/020/001:01/
3.14	Other Expenses	(70,168,213.41)	(49,693,584.60)
	Profit (Loss) Before Tax	420,435,944.88	260,210,136.38
	Tax Expense		
3.06	Current Tax	(118,611,741.62)	(78,548,789.55)
3.06	Deferred Tax	13,233,330.91	6,021,018.92
	Profit/ (Loss) for the year	315,057,534.17	187,682,365.75
	Other Comprehensive Income		
	Exchange gains/(losses) on re-translations		
	Other Comprehensive Income for the year (B)		
	Total Comprehensive Income (A+B)	315,057,534.17	187,682,365,75
7.02	Basic Earning per share	62.32	37.16
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The accompanying notes form an integral part of the financial statements

Corporate Information

2 Basis of preparation 3 to 17 Significant accounting policies and Other financial information

PAYMENT SERVICE LIMITED

Basanta P

Siddhant Thakuri

Director

Diwas Kuma

CEO

Sambhay Sirohiya Director

FCA Durga Prasad Gnawali N. B. S. M. & Associates Chartered Accountants

Sashin Joshi Chairman

Date: B.S. 2082.05.19 (Sept 04, 2025 A.D.)

Place: Lalitpur, Nepal

Fonepay Payment Service Limited Statement of Changes in Equity For the year ended 32 Ashad 2082

	Share Capital	Share Premium	Retained Earnings	Accounting Reserves	CSR Reserve	General Reserve	Risk Bearing Reserves	Infrastructure Development Reserves	Total
Balance as at Shrawan 1, 2080	505,000,000.00		(58,941,995.68)	8,420,723.77	196,803.28				454,675,531.37
Issued Share Capital Proft/(Loss) For the Year Exchange Gain/Loss arising on translation Dividend Paid			187,682,365.75				`		187,682,365.75
Movement in Acturial Reserve Movement in Deferred Tax Reserves Movement in Other Reserves			(6,021,018.92) (1,876,823.66)	6,021,018.92	1.680.020.38				(196 803 28)
Balance as at Ashad 31, 2081	505,000,000.00		120,842,527.49	14.441.742.69	1.876.823.66				642 161 093 84
Prior Period Adjustment* (Note 3.13)									
Restated Balance as at Shrawan 1, 2081	505,000,000.00		120,842,527.49	14,441,742.69	1,876,823.66				642,161,093.84
Issued Share Capital	10,000,000.00								10 000 000 00
Share Premium		3,536,000.00							3,536,000.00
Profit(Loss) For the Year			315,057,534.17						315,057,534.17
Dividend Paid			(53,176,500.00)						(53,176,500.00)
Movement in Acturial Reserve			(673,993.50)	673,993.50					
Movement in Deferred Tax Reserves			(24,452,981.55)	24,452,981.55					
Movement in Other Reserves			(31,505,753.42)		3,150,575.34	12,602,301.37	6,301,150.68	9,451,726.03	
Balance as at Ashad 32, 2082	515,000,000.00	3,536,000.00	326,090,833.19	39,568,717.74	5,027,399.00	12,602,301.37	6,301,150.68	9,451,726.03	917.578.128.01
3			The second secon	The second secon				As per our attached	As per our attached report openen datte

Oxfourga Prasad Gnawaii N. B. S.f.M. & Associates Chartered Accountants

Sashin Joshi Chairman

Date: B.S. 2082.05.19 (Sept 04, 2025 A.D.) Place: Lalipur, Nepal

Fonepay Payment Service Limited

Lalitpur - 03, Lalitpur

Cash flow Statement

For the year ended 32 Ashad 2082

Operating Activities	FY 2081/82	FY 2080/81
Net Profit/(Loss) before tax	100 100 011 00	
Adjustments	420,435,944.88	260,210,136.38
Depreciation/Ammortizations/Impairments	54,719,004.57	41,582,493.33
Income Tax Adjustments	34,713,004.57	41,502,495.55
Non-Cash/Provisions Adjustments	7,431,343.28	42,832,126.97
Unrealised Gains	-,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	12,002,120.01
Profit/Loss on Disposal of assets	139,496.83	
Finance Income	(13,609,559.72)	(16,138,270.70)
Finance Expenses (Discounting)	8,566,200.49	8,857,150.27
, , , , , , , , , , , , , , , , , , , ,	0,500,200.49	0,037,130.27
Cash flows from Operation before Working Capital C	477,682,430.33	337,343,636.25
Increase/Decrease in Inventory	2,990,455.08	5,483,339.96
Increase/Decrease in Receivables	36,957,173.67	(45,355,630.45)
Increase/Decrease in Other Assets	(111,822,103.61)	(64,627,796.72)
Increase/Decrease in Liabilities	35,146,412.12	40,364,603.51
Lease/Rental Payment & Other Adjustments	13,577,663.02	(12,682,011.76)
Cash Generated from Operations	454,532,030.61	260,526,140.79
		200,020,140.70
Taxes Paid	(78,548,789.55)	
Operating Cash flow (A)	375,983,241.06	260,526,140.79
Investing Activities		
Investment		
Purchase of PPE/WIP/Intagibles	(493,155,342.10)	(85,813,763.70)
Proceeds from Sale/Disposal of PPE	95,419.59	(00,010,700.70)
Dividend Received	33,413.33	
Interest (on FD) Received	13,609,559.72	16,138,270.70
nvesting Cash flow (B)	(479,450,362.79)	(69,675,493.00)
		(00,000,000,000)
Financing Activities		
Proceeds from Issue of Shares	13,536,000.00	
Borrowings/Settlement of Borrowings		
Interest Paid		
Other Loans		
Dividend Paid	(53,176,500.00)	
Financing Cash Flow (C)	(39,640,500.00)	
Not Cook Flow From All Anti-Min (A. B. O)		
Net Cash Flow From All Activities (A+B+C)	(143,107,621.73)	190,850,647.79
Opening Cash and Cash Equivalents	480,081,812.37	289,231,164.58
Closing Cash and Cash Equivalents	336,974,190.64	480,081,812.37
The ecomposition actor for a site of the s	330,974,190.04	400,001,012.37

The accompanying notes form an integral part of the financial statements

1 Corporate Information
2 Basis of preparation
3 to 17 Significant accounting policies and Other financial information

As per our attached report on even date

Basanta Pandey, FCCA

Diwas Kuma CEO

FCA Durga Prasad Gnawali N. B. S. M. & Associates Chartered Accountants

Siddhant Thakuri Director /

PAYMENT SERVICE

Sambhay Sirohiya Director

Sashin Joshi Chairman

Date: B.S. 2082.05.19 (Sept 04, 2025 A.D.)

Place: Lalitpur, Nepal